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DUE TO THE QUALITY OF THE ORIGINAL**

AGREEMENT AND PLAN OF MERGER

by and among

AMFAC, INC.,

JMB REALTY CORPORATION

and

900 AQH, INC.

July 26, 1988

TABLE OF CONTENTS

ARTICLE ONE: THE MERGER

1.01	The Merger.....	1
1.02	Effective Time of the Merger.....	2
1.03	Effect of the Merger.....	2
1.04	Articles of Incorporation of the Surviving Corporation.....	2
1.05	Bylaws of the Surviving Corporation.....	2
1.06	Board of Directors and Officers of the Surviving Corporation.....	2
1.07	Conversion of Shares.....	3
1.08	Dissenting Shares.....	4
1.09	Payment for Shares.....	4
1.10	No Further Rights or Transfers.....	6
1.11	Employee Stock Options; Stock Performance Units.....	6
1.12	Adjustments.....	7
1.13	Supplementary Action.....	7
1.14	Parental Assignment.....	7

ARTICLE TWO: REPRESENTATIONS AND WARRANTIES OF THE COMPANY

2.01	Corporate Organization.....	7
2.02	Authorization.....	8
2.03	Capitalization of the Company.....	9
2.04	Subsidiaries.....	9
2.05	Financial Statements and SEC Reports.....	10
2.06	Absence of Certain Changes.....	11
2.07	Certain Fees.....	11
2.08	Consents and Approvals; No Violations.....	11
2.09	No Undisclosed Liabilities.....	13
2.10	Proxy Statements; Other Information.....	13
2.11	Litigation.....	13
2.12	No Breach of Contract.....	14
2.13	Labor Relations.....	14
2.14	Environmental Matters.....	14
2.15	Title to Properties.....	14
2.16	Employee Benefits and Contracts.....	15
2.17	Taxes.....	16
2.18	Water Rights.....	17
2.19	Fairness Opinions.....	18